

PURE GOLD MINERALS INC.
FORM 51-102F3
NATIONAL INSTRUMENT 51-102

MATERIAL CHANGE REPORT UNDER SECTION 7.1 OF NI 51-102

Item 1. Name and Address of Company

Pure Gold Minerals Inc. ("Pure Gold" or the "Corporation")
1255 West Pender Street
Vancouver, BC V6E 2V1

Item 2. Date of Material Change

September 20, 2004

Item 3. News Release

Issued September 20, 2004 and distributed through the facilities of CCN Matthews, the Vancouver Stockwatch and Market News. Copies were also forwarded to the B.C., Alberta, Manitoba, Saskatchewan and Ontario Securities Commissions and the Toronto Stock Exchange via SEDAR.

Item 4. Summary of Material Change

The Corporation announced that, subject to regulatory acceptance, it has arranged a brokered private placement through Dundee Securities Corporation of up to 8,333,333 units at a price of \$0.09 per unit.

Item 5. Full Description of Material Change

The Corporation announced that, subject to regulatory acceptance, it has arranged a brokered private placement through Dundee Securities Corporation (the "Agent") of up to 8,333,333 units at a price of \$0.09 per unit. Each unit will consist of one flow-through common share and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at a price of \$0.11 per share at any time for eighteen (18) months from the Closing Date. The offering will be conducted on a best efforts basis.

The Agent will receive a commission of 8% in cash and 8% in broker warrants entitling the Agent to purchase common shares of Pure Gold at a price of \$0.09 per share for twelve (12) months from closing, which is expected to be on or about October 8, 2004.

The offering is subject to a number of conditions including the execution of formal documentation and receipt of the applicable regulatory approvals.

The proceeds from this offering will be used for further exploration on the Corporation's properties in Nunavut and the Northwest Territories.

Item 6. Reliance on Section 7.1(2) or (3) of National Instrument 51-102

This report is not being filed on a confidential basis.

Item 7. Omitted Information

No information has been omitted.

Item 8. Executive Officer

Donald R. Sheldon, President, at (604) 687-2038.

Item 9. Date of Report

DATED at Vancouver, this 22nd day of September, 2004.

PURE GOLD MINERALS INC.

Per:

(signed) "Donald R. Sheldon"

Donald R. Sheldon, President & Director